

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
<b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b>	:
<b>f/k/a General Motors Corp., <i>et al.</i></b>	:
	:
<b>Debtors.</b>	:
	:
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**ORDER CLARIFYING STIPULATION AND ORDER  
WITH RESPECT TO APPOINTMENT OF FEE EXAMINER**

Upon the Motion, dated April 12, 2010 (the “**Motion**”),<sup>1</sup> of the Fee Examiner for entry of an order clarifying the Stipulation and Order with Respect to Appointment of Fee Examiner (the “**Appointment Order**”) [Docket No. 4708] to expressly permit the Fee Examiner to comment upon – and, if necessary, to object on fee-related grounds to – any applications filed by any party in interest for authority to retain a professional person or firm under title 11, United States Code, to be paid by the estate upon application to this Court, all as more fully described in the Motion; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and Motors Liquidation Company (f/k/a General Motors Corporation) and its affiliated debtors, as debtors in possession, having filed their opposition to the Motion [Docket No. 5596] (the “**Opposition**”); and the Court having held a hearing to consider the requested relief on April 29, 2010 (the “**Hearing**”); and based upon the

<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

Motion, the Opposition, and the record of the Hearing, and all of the proceedings before the Court, it is

ORDERED that for the reasons set forth on the record of the Hearing, the Fee Examiner's requested clarification is granted, and, upon clarification, the Motion to expand the nature of the Fee Examiner's role is denied; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
May 10, 2010

*s/ Robert E. Gerber*  
United States Bankruptcy Judge